

**FORM 13F****UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****FORM 13F COVER PAGE**

Report for the Calendar Year or Quarter Ended: March 31, 2006

Check here if Amendment ☐; Amendment Number: \_\_\_\_\_

This Amendment (Check only one):

☐ is a restatement☐ adds new holding entries

Institutional Investment Manager Filing this Report:

Name: Stark Offshore Management, LLC  
Address: 3600 South Lake Drive  
St. Francis, Wisconsin 53235-3716

Form 13F File Number: 28-11007

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Daniel J. McNally  
Title: General Counsel  
Phone: (414) 294-7000

**PROCESSED****APR 30 2008****THOMSON REUTERS**

Signature, Place and Date of Signing:

D J McNally  
(Signature)

St. Francis, Wisconsin  
(City, State)

May 12, 2006  
(Date)

Report Type (Check only one):

- ☒ **13F HOLDINGS REPORT:** (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ **13F NOTICE:** (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ **13F COMBINATION REPORT:** (Check here if a portion of the holding for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None



07060811

**FORM 13F SUMMARY PAGE**

**Report Summary:**

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	6
Form 13F Information Table Value Total:	\$305,489 (thousands)

List of Other Included Managers:	None
----------------------------------	------

Risk Arb Holdings

Form 13F Information Table  
Stark Offshore Management, LLC

Column1: Name of Issuer	Column2: Title of Class	Column3: CUSIP	Column4: Value (X\$1000)	Column5:			Column6: Investment Discretion	Column7: Other Managers	Column8: Voting Authority	
				Shrs or Pm Amt	SH/ PRN	Put/ Call			Sole	Shared None
Risk Arb Holdings										
Confidential Treatment Requested										
Until 8/14/06										
ALBERTSON'S INC	Common	013104104	\$128,444	5,003,660	SH		Sole		X	
THOMAS NELSON	Common	640376109	\$8,817	301,440	SH		Sole		X	
Education Management Corp	Common	28139T101	\$68,489	1,646,362	SH		Sole		X	
Until 11/14/06										
Engelhard Corp	Common	292845104	\$11,534	291,200	SH		Sole		X	
Until 2/14/07										
CAPITAL ONE FINANCIAL	Common	14040H105	\$35,429	440,000	SH		Sole		X	
KeySpan Corp	Common	49337W100	\$52,776	1,291,320	SH		Sole		X	

END